

RECORDATION NO. 18816-AAA FILED

MAY 28 '03

7-49 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

May 28, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of Supplement No. 7, dated as of May 28, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Loan, Chattel Mortgage and Security Agreement previously filed with the Commission under Recordation Number 18816-SS.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, LLC
(successor to ACF Industries,
Incorporated)
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Citibank, N.A.
335 Madison Avenue
New York, New York 10017

Mr. Vernon A. Williams
May 28, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

95 railcars ADDED to the Security Agreement bearing AMCX and SHPX
reporting marks and road numbers.

A short summary of the document to appear in the index follows:

Supplement No. 7 to Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 18816-AAA FILED

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SUPPLEMENT NO. 7 DATED AS OF MAY 28, 2003
TO
AMENDED AND RESTATED LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED AS OF NOVEMBER 19, 2002
BETWEEN
ACF INDUSTRIES LLC
(SUCCESSOR TO ACF INDUSTRIES, INCORPORATED, "DEBTOR")
AND
CITIBANK, N.A. ("SECURED PARTY")

WHEREAS, Debtor and the Secured Party entered into a certain Amended and Restated Loan, Chattel Mortgage and Security Agreement dated as of November 19, 2002 (as amended and supplemented through the date hereof, the "Loan Agreement") pursuant to which the Secured Party agreed to lend certain sums to the Debtor (the "Loans"); and it is a condition precedent to the obligation of the Secured Party to make additional Loans to the Debtor that the Debtor execute and deliver to the Secured Party this Supplement to the Loan Agreement (the "Supplement"); and

WHEREAS, a memorandum of the Loan Agreement was recorded on November 19, 2002 with the Surface Transportation Board, Recordation No. 18816-SS, and with the Registrar General of Canada, Recordation No. 14374.

1. Definitions. Except as otherwise defined in this Supplement, terms defined in the Loan Agreement or by reference therein are used herein as defined therein.

2. Supplements. The Loan Agreement shall be amended and supplemented as follows:

The Debtor hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to the Equipment and Leases (but only to the extent relating to the Equipment) more fully described on Schedule A-1 hereto and agrees that such Equipment and Leases (but only to the extent relating to the Equipment) shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 4 of the Loan Agreement. Schedule A to the Loan Agreement shall be amended and supplemented by Schedule A-1 hereto to include the Equipment and the Leases more fully described on Schedule A-1 hereto and Schedule A-1 hereto shall be deemed to be an addition to and part of Schedule A to the Loan Agreement. Each reference to Schedule A in the Loan Agreement shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to the Equipment or Leases in the Loan Agreement shall be deemed to include the Equipment and the Leases (but only to the extent relating to the Equipment) described on Schedule A-1 hereto.

3. Ratification. Except as expressly amended and supplemented hereby, the Loan Agreement is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment or supplement in respect of any term or condition

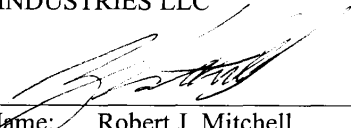
of the Loan Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Loan Agreement or any other Loan document.

4. Counterparts. This Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Supplement by signing any such counterpart.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

ACF INDUSTRIES LLC

By: 
Name: Robert J. Mitchell
Title: Senior Vice-President - Finance

CITIBANK, N.A.

By: _____
Name:
Title:

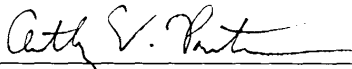
[Signature Page to Supplement No. 7]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

ACF INDUSTRIES LLC

By: _____
Name: Robert J. Mitchell
Title: Senior Vice-President - Finance

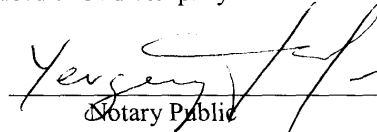
CITIBANK, N.A.

By:  _____
Name: Anthony V. Pantina
Title: Vice President

[Signature Page to Supplement No. 7]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

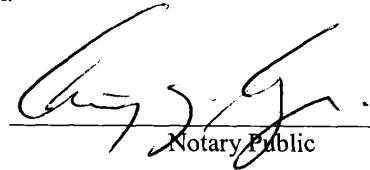
On this 21st day of May, 2003, before me, personally appeared Robert J. Mitchell to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Finance of ACF Industries LLC, that the foregoing instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

YEVGENY FUNDLER
Notary Public State of New York
No. 02FU6046929
Qualified in New York County
Commission Expires August 21, 2006

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 21 day of May, 2003, before me, personally appeared Anthony V. Pantina, to me known, who being by me duly sworn, says that he resides in Queens County, NY and is Vice President of CITIBANK, N.A; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


Notary Public

Anthony J. Cangelosi
Notary Public, State of New York
No. 01CA0552210
Qualified in Richmond County
Commission Expires January 31, 2006

Anthony J. Cangelosi
Notary Public, State of New York
No. 01CA0552210
Qualified in Richmond County
Commission Expires January 31, 2006

SCHEDULE A-1

[SCHEDULE OF ADDITIONAL UNITS]

Lessee	Contract	Rptg Mark	Car Number
GRAIN PROCESSING	7981	SHPX	43980
GRAIN PROCESSING	7981	SHPX	43981
GRAIN PROCESSING	7981	SHPX	43982
GRAIN PROCESSING	7981	SHPX	43983
GRAIN PROCESSING	7981	SHPX	43984
GRAIN PROCESSING	7981	SHPX	43985
GRAIN PROCESSING	7981	SHPX	43986
GRAIN PROCESSING	7981	SHPX	43987
GRAIN PROCESSING	7981	SHPX	43988
GRAIN PROCESSING	7981	SHPX	43989
GRAIN PROCESSING	7981	SHPX	43990
GRAIN PROCESSING	7981	SHPX	43991
GRAIN PROCESSING	7981	SHPX	43992
GRAIN PROCESSING	7981	SHPX	43993
GRAIN PROCESSING	7981	SHPX	43994
GRAIN PROCESSING	7981	SHPX	43995
GRAIN PROCESSING	7981	SHPX	43996
GRAIN PROCESSING	7981	SHPX	43997
GRAIN PROCESSING	7981	SHPX	43998
GRAIN PROCESSING	7981	SHPX	450012
GRAIN PROCESSING	7981	SHPX	450013
GRAIN PROCESSING	7981	SHPX	450014
GRAIN PROCESSING	7981	SHPX	450015
GRAIN PROCESSING	7981	SHPX	450016
GRAIN PROCESSING	7981	SHPX	450017
GRAIN PROCESSING	7981	SHPX	450018
GRAIN PROCESSING	7981	SHPX	450019
GRAIN PROCESSING	7981	SHPX	450020
GRAIN PROCESSING	7981	SHPX	450021
GRAIN PROCESSING	7981	SHPX	450022
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5708
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5709
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5710
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5711
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5712
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5713
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5714
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5715
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5716
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5717
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5718
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5719
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5720
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5721
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5722
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5723
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5724
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5725
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5726
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5727

Lessee	Contract	Rptg Mark	Car Number
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5728
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5729
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5730
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5731
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5732
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5733
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5734
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5735
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5736
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5737
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5738
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5739
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5740
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5741
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5742
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5743
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5744
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5745
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5746
BP AMOCO CHEMICAL COMPANY	LEASE DATED MAY 1, 2003	AMCX	5747
SASKATCHEWAN MINERALS	7990	SHPX	432389
SASKATCHEWAN MINERALS	7990	SHPX	432390
SASKATCHEWAN MINERALS	7990	SHPX	432394
SASKATCHEWAN MINERALS	7990	SHPX	432395
SASKATCHEWAN MINERALS	7990	SHPX	432398
SASKATCHEWAN MINERALS	7990	SHPX	432399
SASKATCHEWAN MINERALS	7990	SHPX	432384
SASKATCHEWAN MINERALS	7990	SHPX	432391
SASKATCHEWAN MINERALS	7990	SHPX	432392
SASKATCHEWAN MINERALS	7990	SHPX	432393
SASKATCHEWAN MINERALS	7990	SHPX	432397
SASKATCHEWAN MINERALS	7990	SHPX	432400
SASKATCHEWAN MINERALS	7990	SHPX	432401
SASKATCHEWAN MINERALS	7990	SHPX	432402
SASKATCHEWAN MINERALS	7990	SHPX	432385
SASKATCHEWAN MINERALS	7990	SHPX	432386
SASKATCHEWAN MINERALS	7990	SHPX	432387
SASKATCHEWAN MINERALS	7990	SHPX	432388
SASKATCHEWAN MINERALS	7990	SHPX	432396
SASKATCHEWAN MINERALS	7990	SHPX	432403
SASKATCHEWAN MINERALS	7990	SHPX	432404
SASKATCHEWAN MINERALS	7990	SHPX	432405
SASKATCHEWAN MINERALS	7990	SHPX	432406
SASKATCHEWAN MINERALS	7990	SHPX	432407
SASKATCHEWAN MINERALS	7990	SHPX	432408